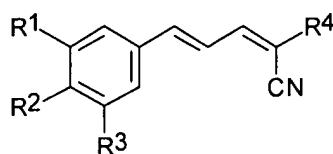


AMENDMENTS TO THE CLAIMS

1. (Currently Amended) A compound of Formula I, or a salt, solvate, or hydrate thereof:



wherein

R^1 and R^2 are each independently selected from H, OH, C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylCO₂, NH₂, NH- C_{1-6} alkyl, N(C_{1-6} alkyl)(C_{1-6} alkyl), C_{1-6} alkyl(C=O)NH, C_{1-6} alkyl(C=O)N(C_{1-6} alkyl), SH, S- C_{1-6} alkyl, O-Si(C_{1-6} alkyl)(C_{1-6} alkyl)(C_{1-6} alkyl), NO₂, CF₃, OCF₃ and halo, or R^1 and R^2 together represent O- C_{1-6} alkyl-O, thereby forming a ring;

R^3 is selected from H, OH, C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylCO₂, NH₂, NH- C_{1-6} alkyl, N(C_{1-6} alkyl)(C_{1-6} alkyl), C_{1-6} alkyl(C=O)NH, C_{1-6} alkyl(C=O)N(C_{1-6} alkyl), SH, S- C_{1-6} alkyl, O-Si(C_{1-6} alkyl)(C_{1-6} alkyl)(C_{1-6} alkyl), NO₂, halo and CH₂-S-(CH₂)_n Ar;

R^4 is selected from C(X)R⁵, SO₃Ar, NH₂, NH- C_{1-6} alkyl, N(C_{1-6} alkyl)(C_{1-6} alkyl), P(O)(OH)₂, P(O)(OC C_{1-6} alkyl)₂, and C(NH₂)=C(CN)₂;

X is selected from O, S, NH and N- C_{1-6} alkyl;

R^5 is selected from NH₂, OH, NH(CH₂)_pAr, NH(CH₂)_pOH, (CH₂)_pOC C_{1-6} alkyl, C_{1-6} alkyl, C_{1-6} alkoxy, NHNH₂, NHC(O)NH₂, NHC(O) C_{1-6} alkoxy, N-morpholino and N-pyrrolidino; and

Ar is an aromatic or heteroaromatic group, unsubstituted or substituted with 1-4 substituents, independently selected from OH, C_{1-6} alkyl, C_{1-6} alkoxy, NH₂, NH- C_{1-6} alkyl, N(C_{1-6} alkyl)(C_{1-6} alkyl), SH, S- C_{1-6} alkyl, NO₂, CF₃, OCF₃ and halo;

n is 0 to 4; and

p is 1-4;

provided that at least one of R^1 , R^2 , and R^3 is selected from C_{1-6} alkylCO₂, C_{1-6} alkyl(C=O)NH, or C_{1-6} alkyl(C=O)N(C_{1-6} alkyl); or

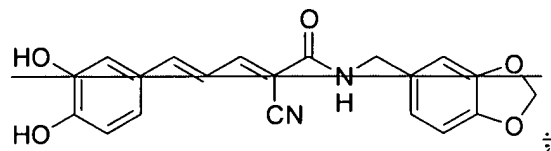
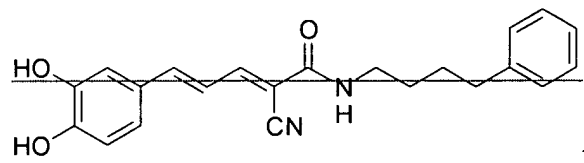
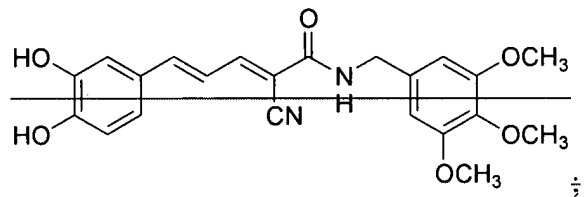
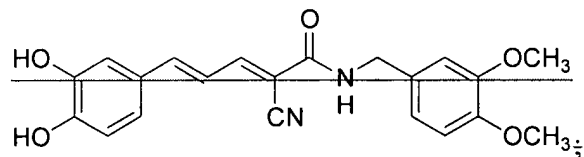
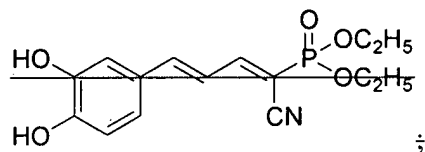
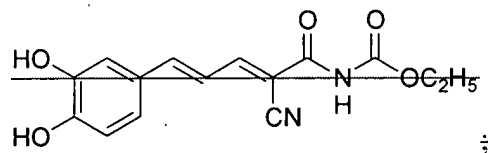
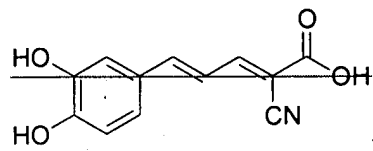
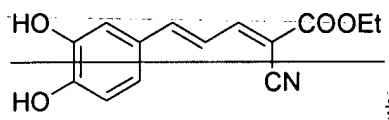
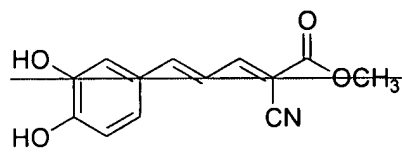
R^1 and R^2 together represent O- C_{1-6} alkyl-O, thereby forming a ring.

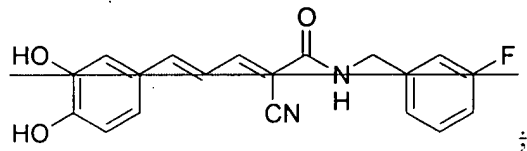
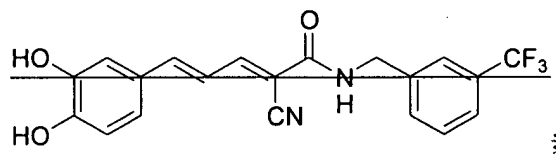
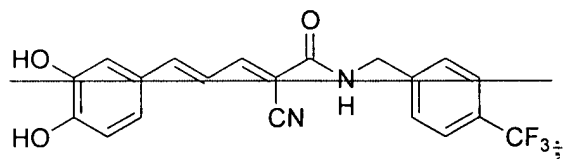
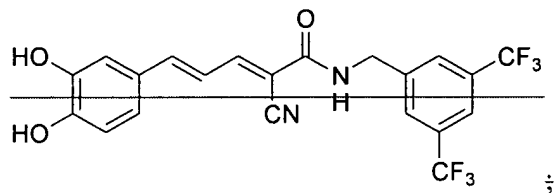
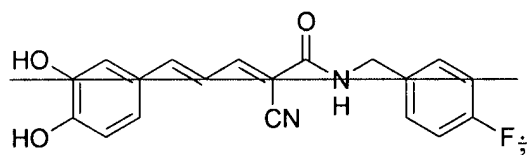
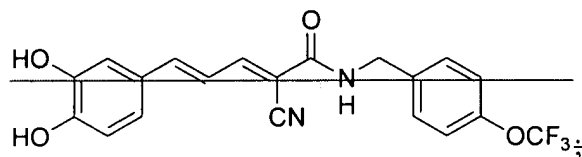
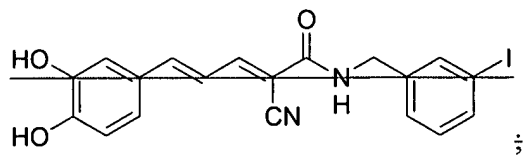
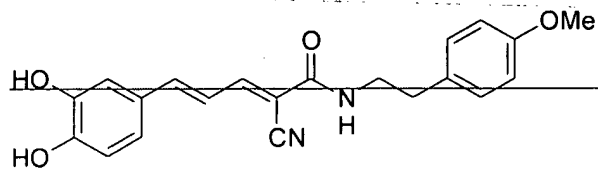
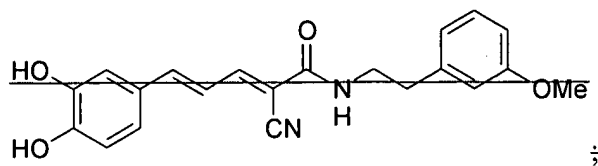
2. (Withdrawn) The compound according to claim 1, wherein R^1 and R^2 are each independently selected from H, OH, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} alkylCO₂, NH₂, NH- C_{1-4} alkyl, C_{1-4} alkyl(C=O)NH, C_{1-4} alkyl(C=O)N(C_{1-4} alkyl), SH, S- C_{1-4} alkyl, O-Si(C_{1-4} alkyl)(C_{1-4} alkyl)(C_{1-4} alkyl), NO₂, CF₃, OCF₃ and halo, or R^1 and R^2 together represent O- C_{1-6} alkyl-O, thereby forming a ring.
3. (Withdrawn) The compound according to claim 2, wherein R^1 and R^2 are each independently selected from the group consisting H, OH, OCH₃, CH₃CO₂, O-Si(CH₃)₂(^tBu), S-Me, SH, CH₃CONH, CH₃CONCH₃, and NO₂.
4. (Withdrawn) The compound according to claim 3, wherein R^1 and R^2 are both OH or R^1 and R^2 are both OCH₃.
5. (Withdrawn) The compound according to claim 4, wherein R^1 is OCH₃ and R^2 is OH.
6. (Original) The compound according to claim 1, wherein R^3 is selected from H, OH, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} alkylCO₂, NH₂, NH- C_{1-4} alkyl, N(C_{1-4} alkyl)(C_{1-4} alkyl), C_{1-4} alkyl(C=O)NH, C_{1-4} alkyl(C=O)N(C_{1-4} alkyl), SH, S- C_{1-4} alkyl, NO₂ and halo.
7. (Currently Amended) The compound according to claim 6, wherein R^3 is selected from ~~selected from~~ H, OH, OCH₃, CH₃CO₂, SH, SMe, NO₂, CH₃CONH, CH₃CONCH₃, and halo.
8. (Withdrawn) The compound according to claim 1, wherein R^1 , R^2 , and R^3 are each independently selected from H, C_{1-4} alkylCO₂, C_{1-6} alkyl(C=O)NH, and C_{1-6} alkyl(C=O)N(C_{1-6} alkyl), provided that at least one of R^1 , R^2 , and R^3 is not hydrogen.
9. (Currently Amended) The compound according to claim 1, wherein R^4 is selected from ~~selected from~~ C(X)R⁵ and C(NH₂)=C(CN)₂.
10. (Original) The compound according to claim 9, wherein R^4 is C(X)R⁵.

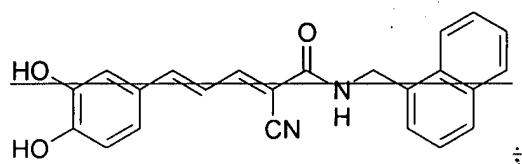
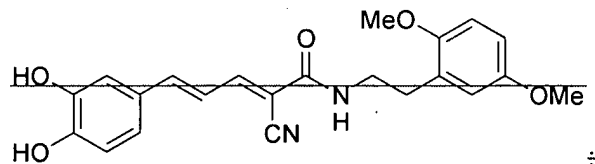
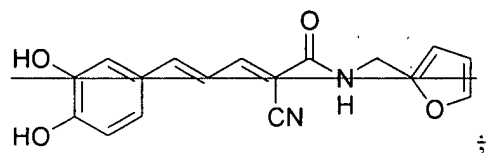
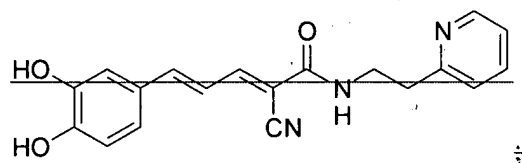
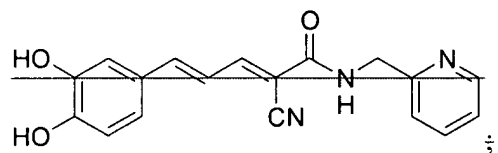
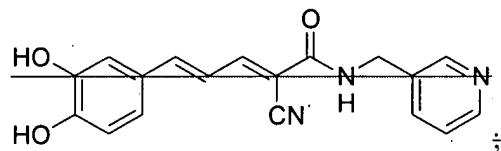
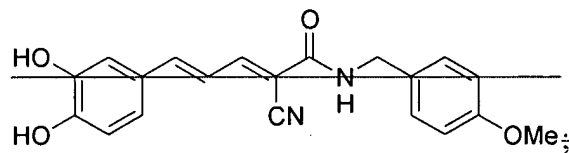
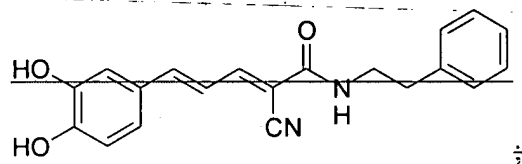
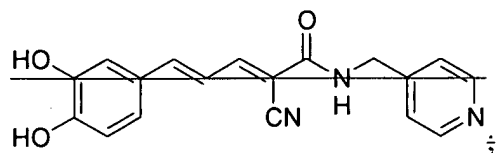
11. (Currently Amended) The compound according to claim 10, wherein X is selected ~~from~~selected-from O and S.
12. (Currently Amended) The compound according to claim 10, wherein R⁵ is selected ~~from~~selected-from NH₂, OH, NH(CH₂)_pAr, NH(CH₂)_pOH and C₁₋₄alkoxy.
13. (Original) The compound according to claim 12, wherein p is 1-3.
14. (Currently Amended) The compound according to claim 13, wherein R⁵ is selected ~~from~~selected-from NH₂, OH, NH(CH₂)_pAr, NH(CH₂)_pOH and OCH₃.
15. (Original) The compound according to claim 14, wherein p is 1-2.
16. (Currently Amended) The compound according to claim 1, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents optionally selected ~~from~~selected-from OH, C₁₋₆alkyl, C₁₋₆alkoxy, NH₂, NH-C₁₋₆alkyl, N(C₁₋₆alkyl)(C₁₋₆alkyl), SH, S-C₁₋₆alkyl, NO₂, CF₃, OCF₃ and halo.
17. (Currently Amended) The compound according to claim 14, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents optionally selected ~~from~~selected-from OH, C₁₋₆alkyl, C₁₋₆alkoxy, NH₂, NH-C₁₋₆alkyl, N(C₁₋₆alkyl)(C₁₋₆alkyl), SH, S-C₁₋₆alkyl, NO₂, CF₃, OCF₃ and halo.
18. (Currently Amended) The compound according to any of claims 16 and 17, wherein Ar is an unsubstituted phenyl group or phenyl group substituted with 1-2 substituents optionally selected ~~from~~selected-from OH, C₁₋₄alkyl, C₁₋₄alkoxy, NH₂, NH-C₁₋₄alkyl, N(C₁₋₄alkyl)(C₁₋₄alkyl), SH, S-C₁₋₄alkyl, NO₂, CF₃, OCF₃ and halo.

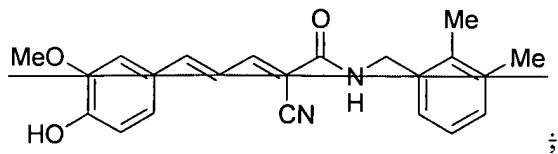
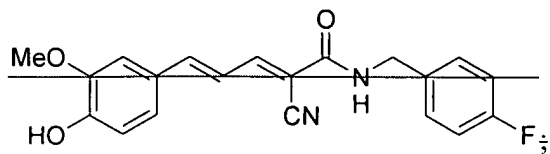
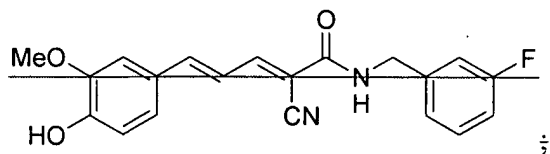
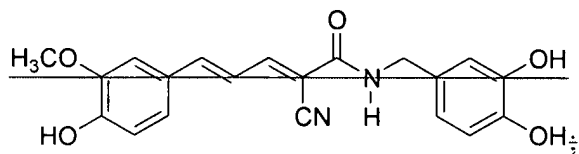
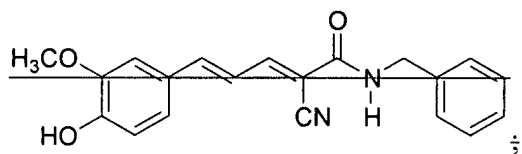
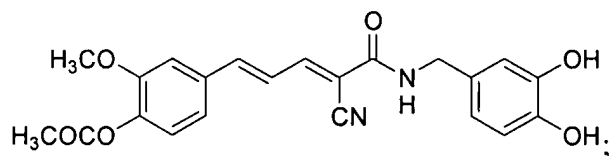
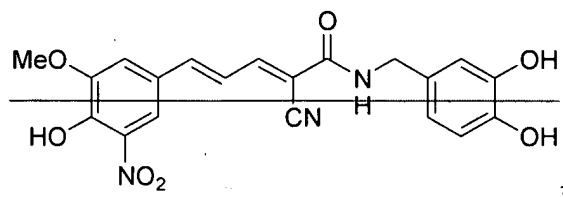
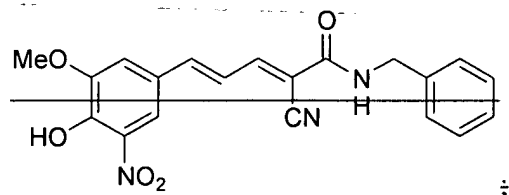
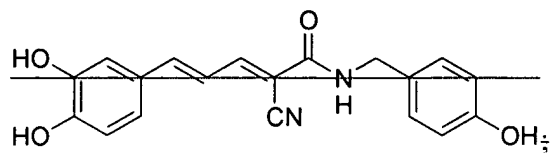
20. (Currently Amended) A compound selected from:

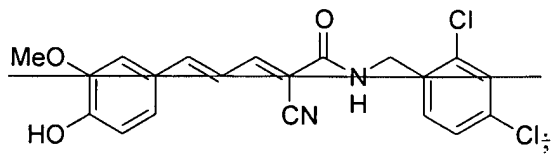
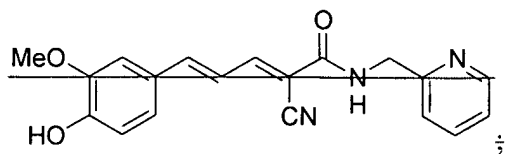
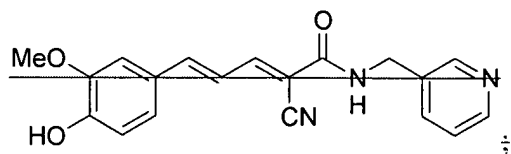
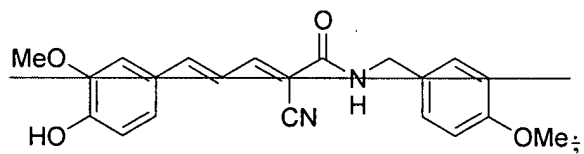
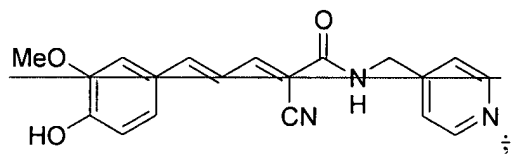
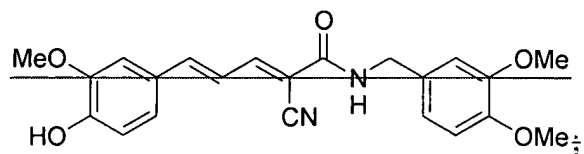
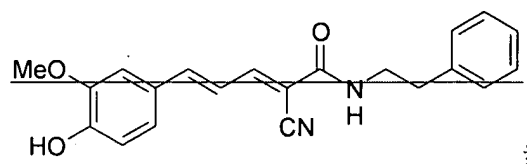
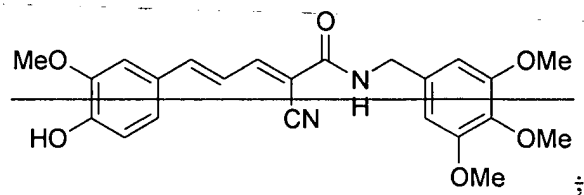
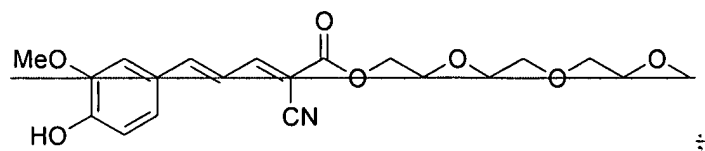


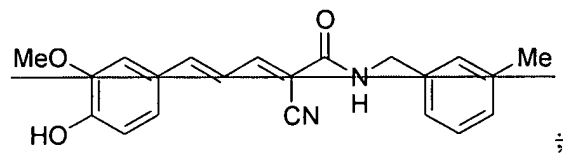
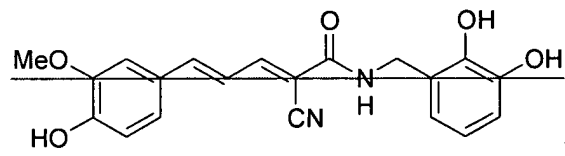
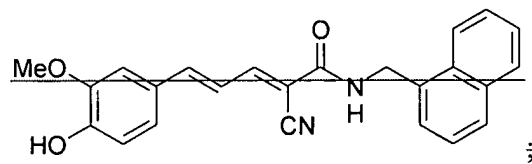
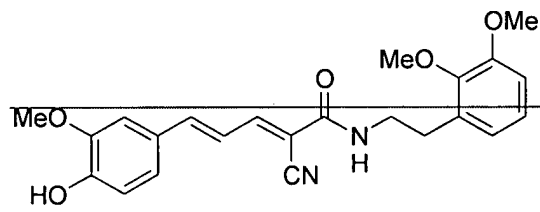
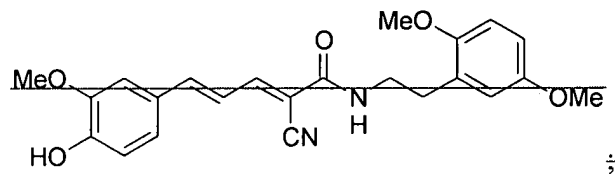
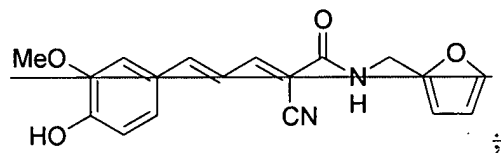
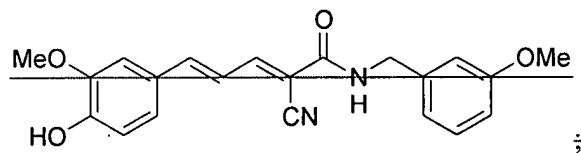
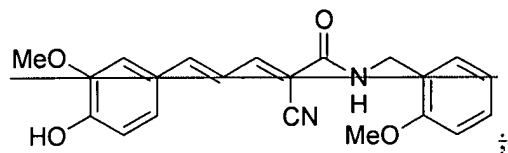
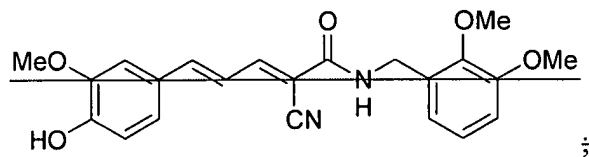


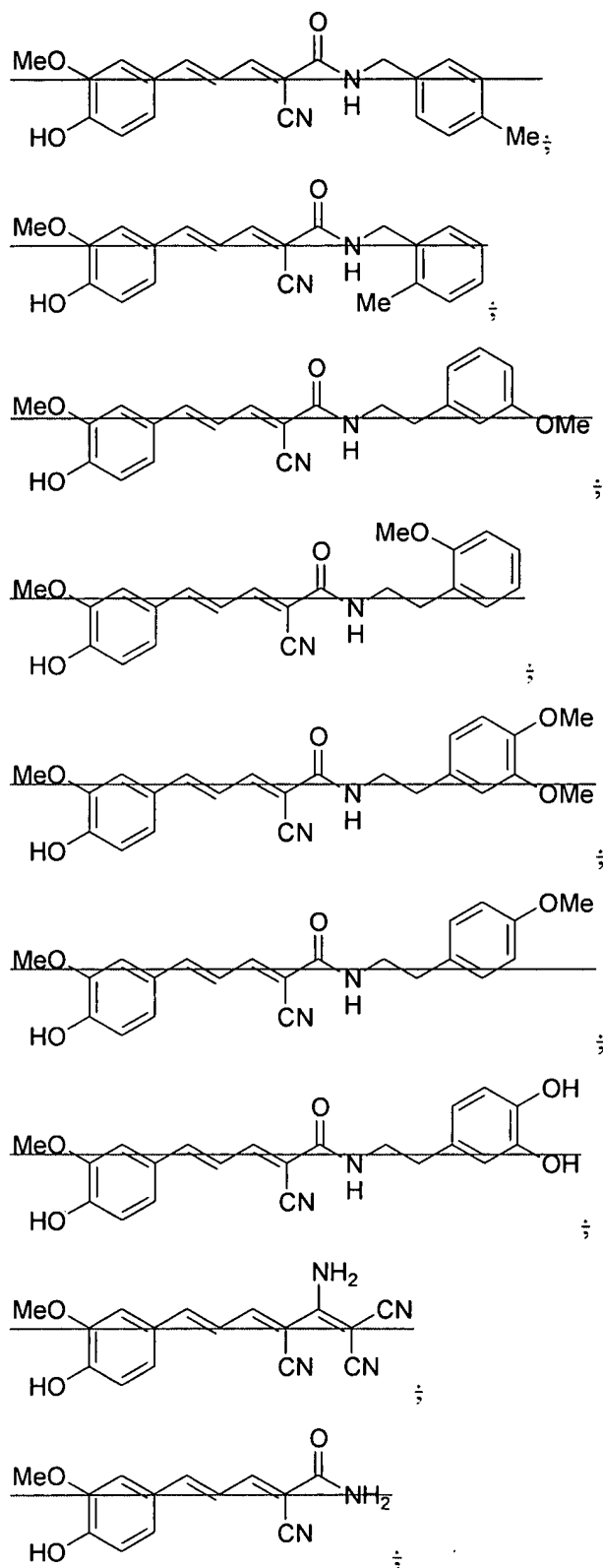


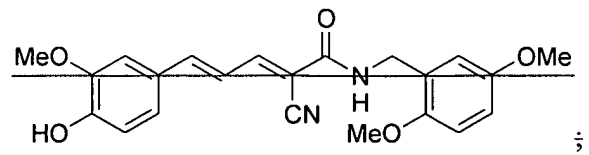
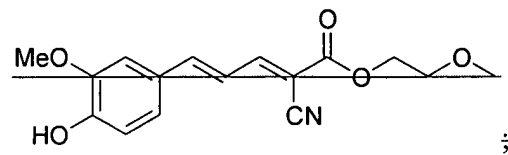
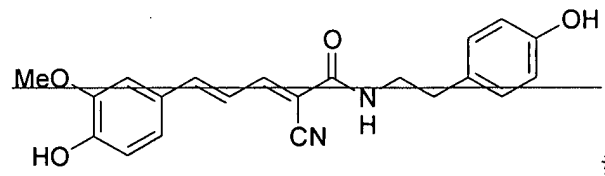
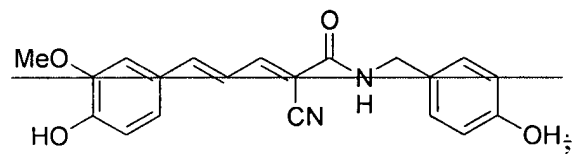
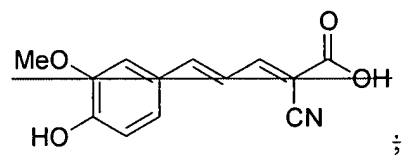
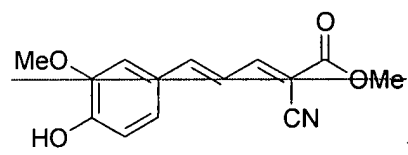
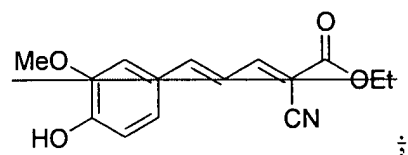
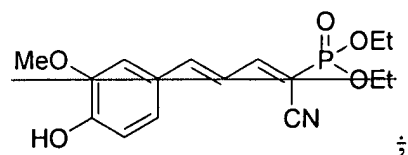
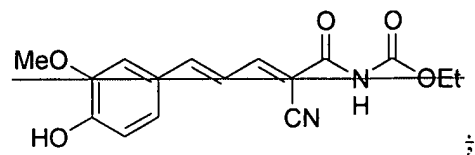


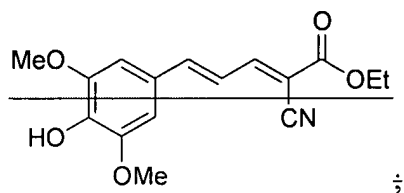
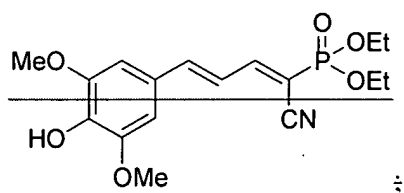
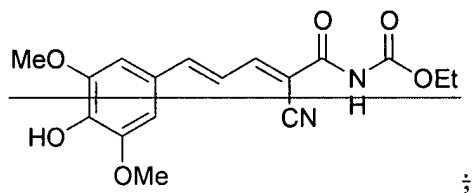
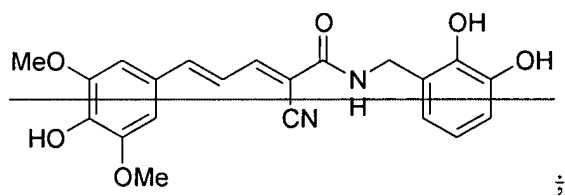
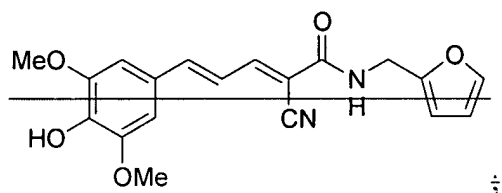
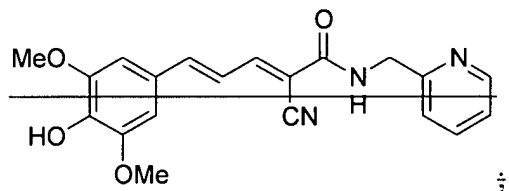
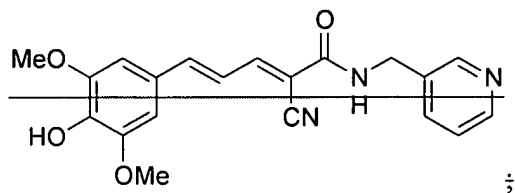


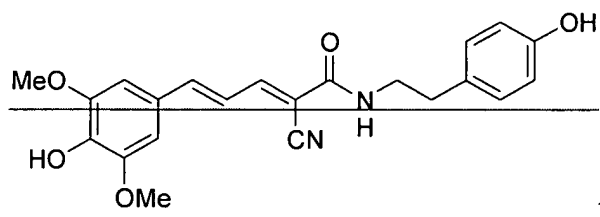
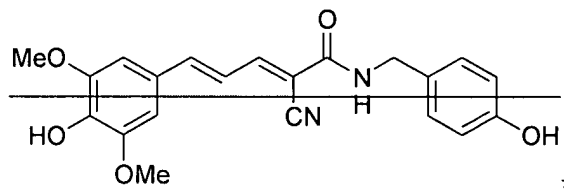
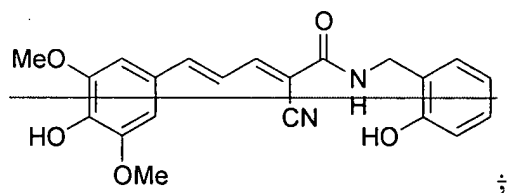
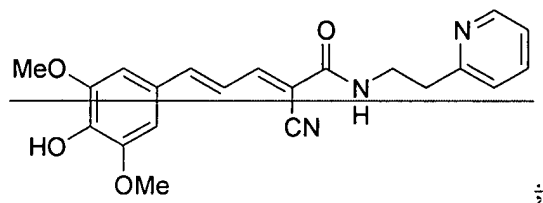
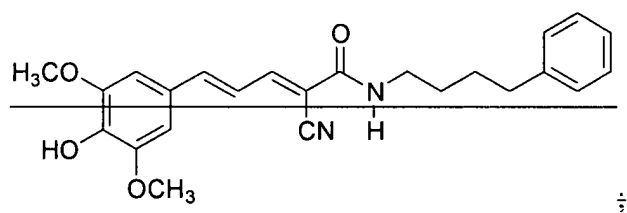
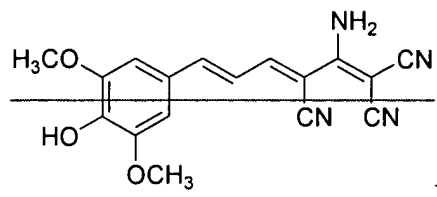
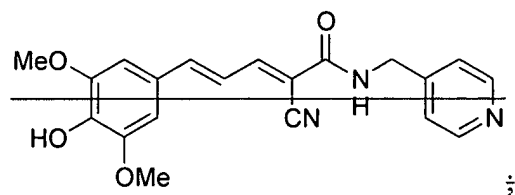


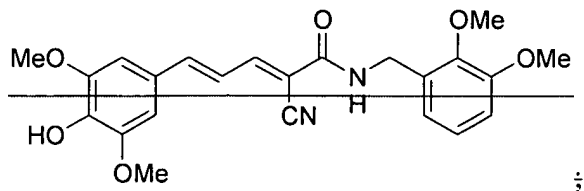
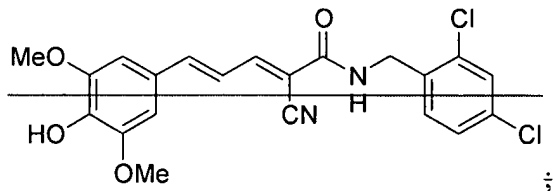
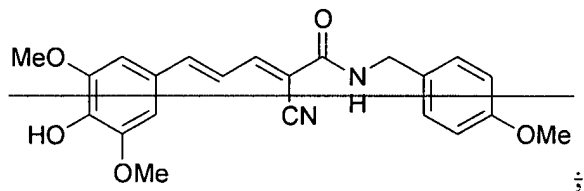
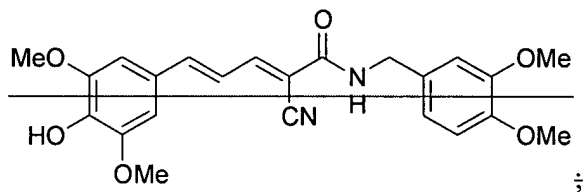
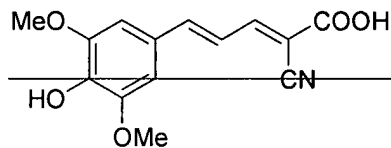
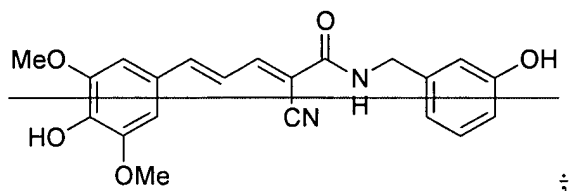
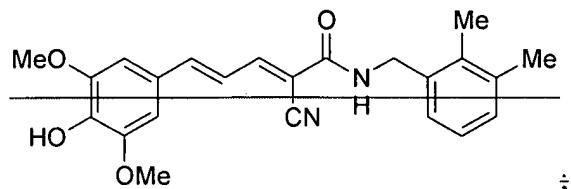
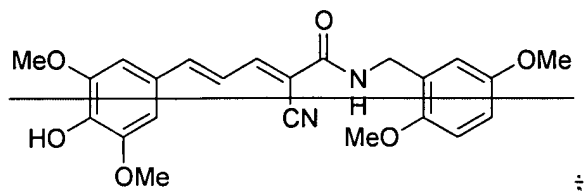


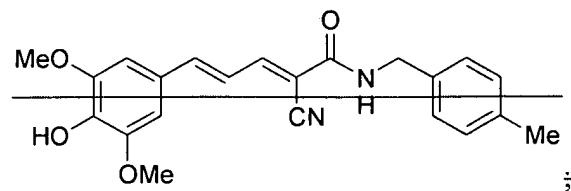
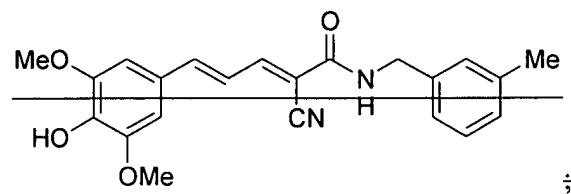
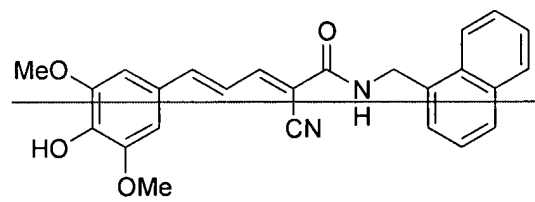
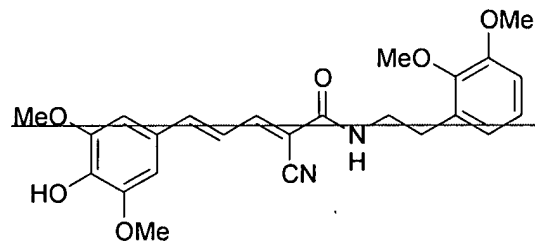
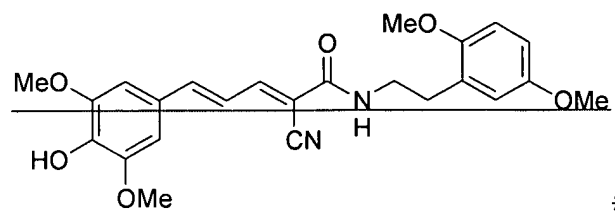
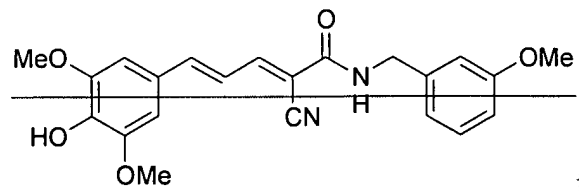
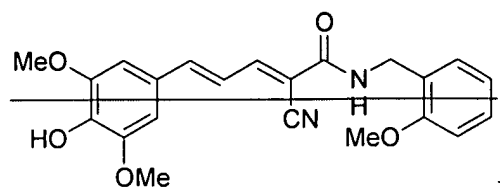


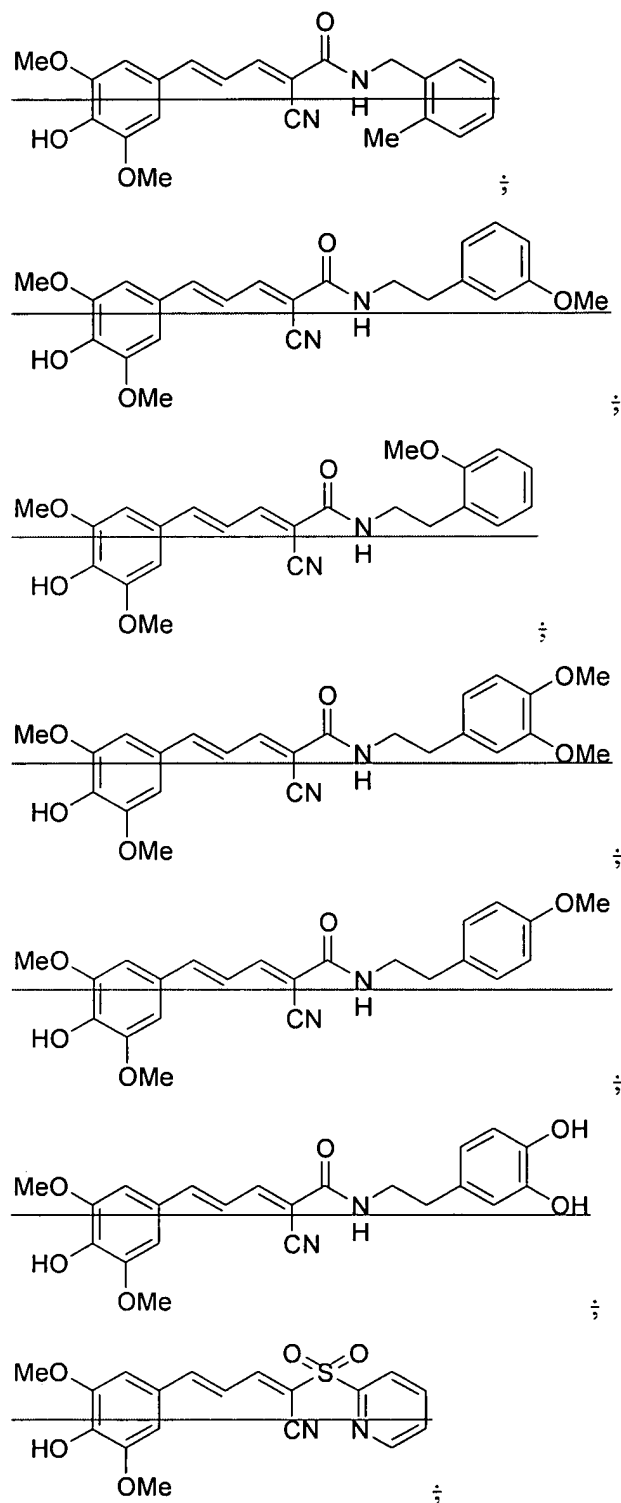


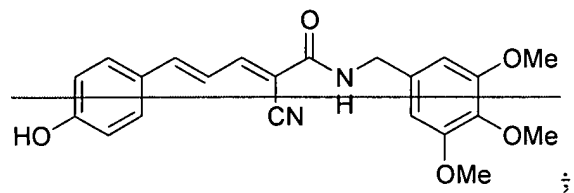
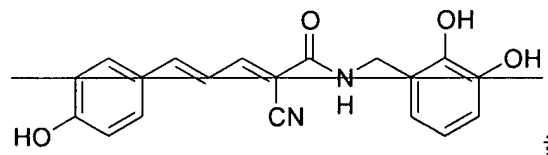
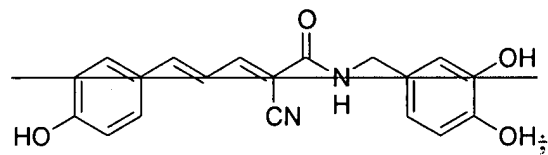
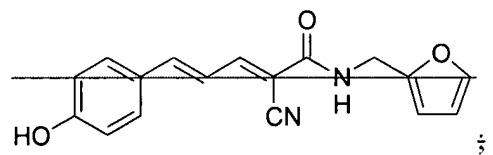
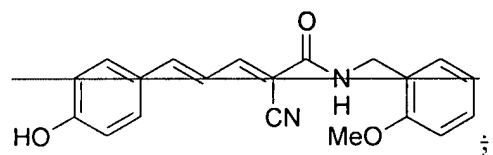
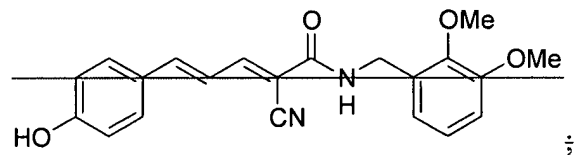
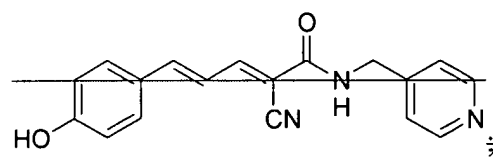
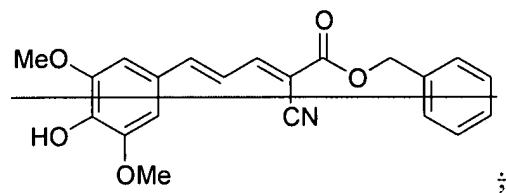
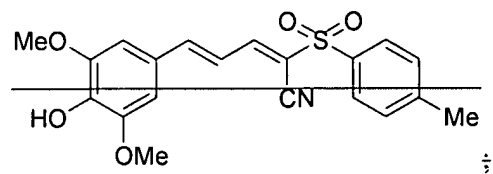


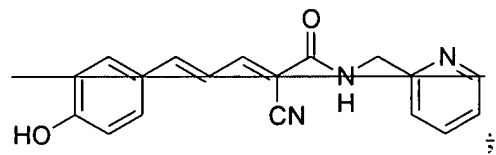
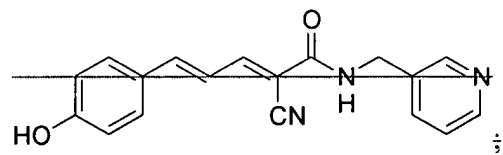
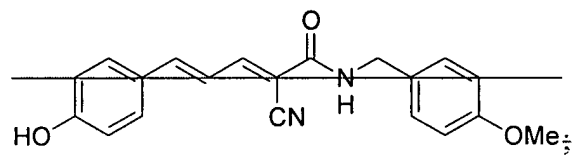
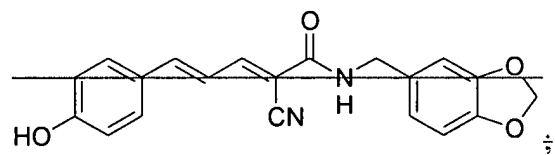
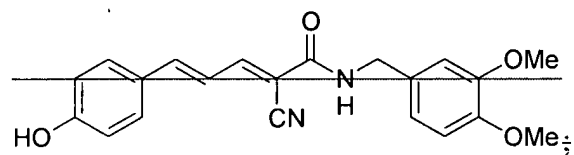
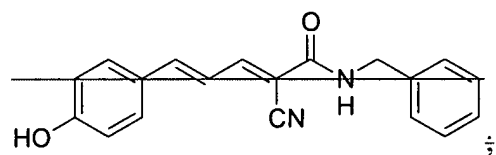
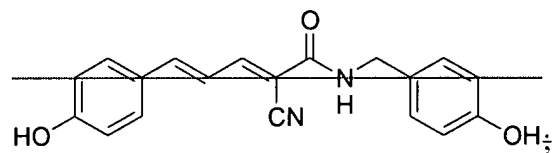
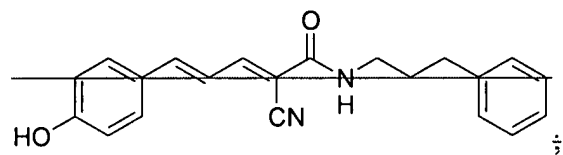
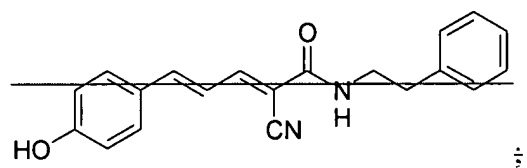


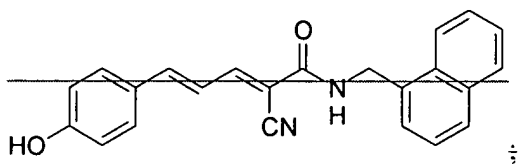
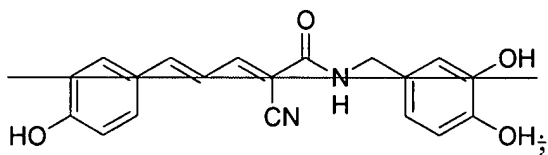
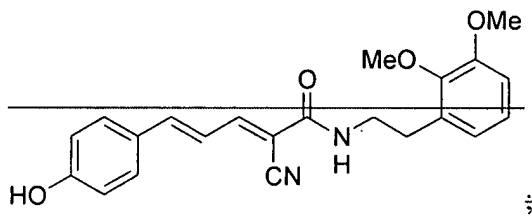
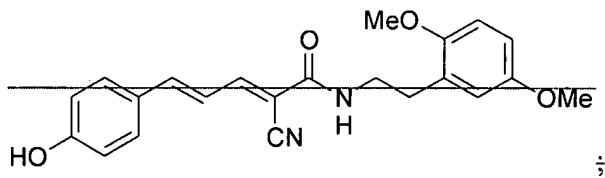
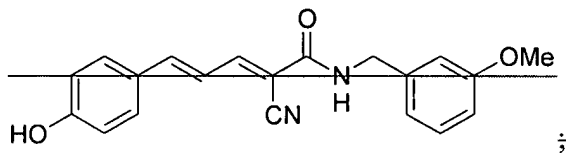
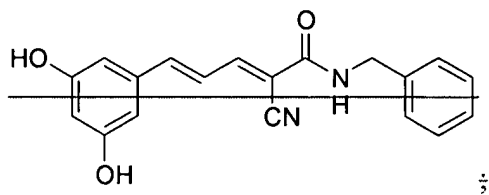
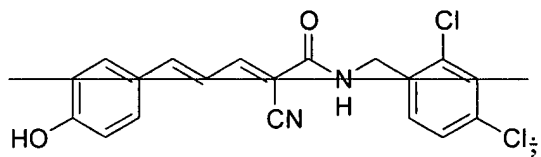
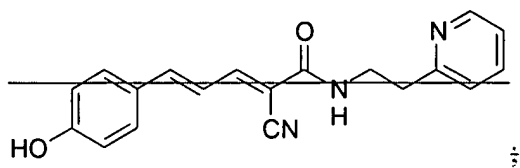


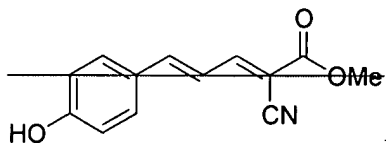
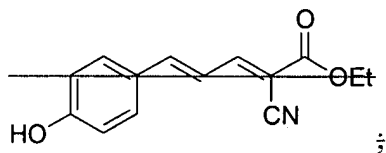
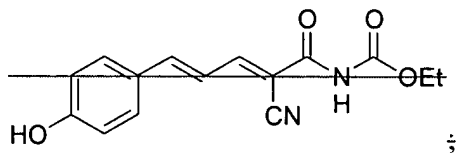
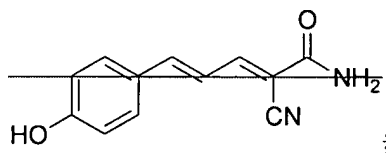
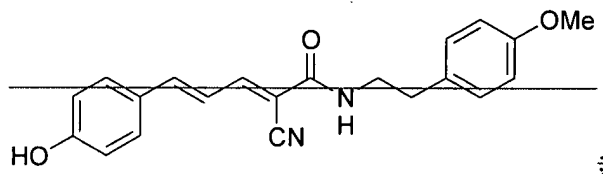
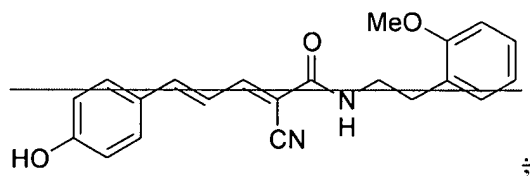
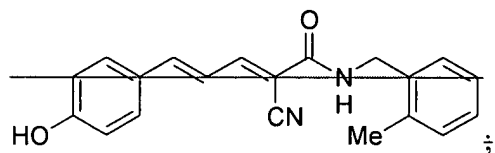
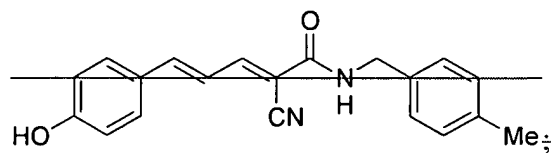
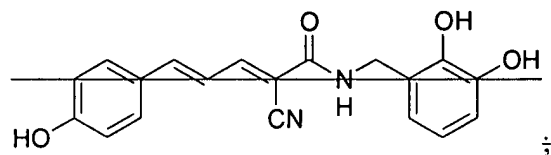


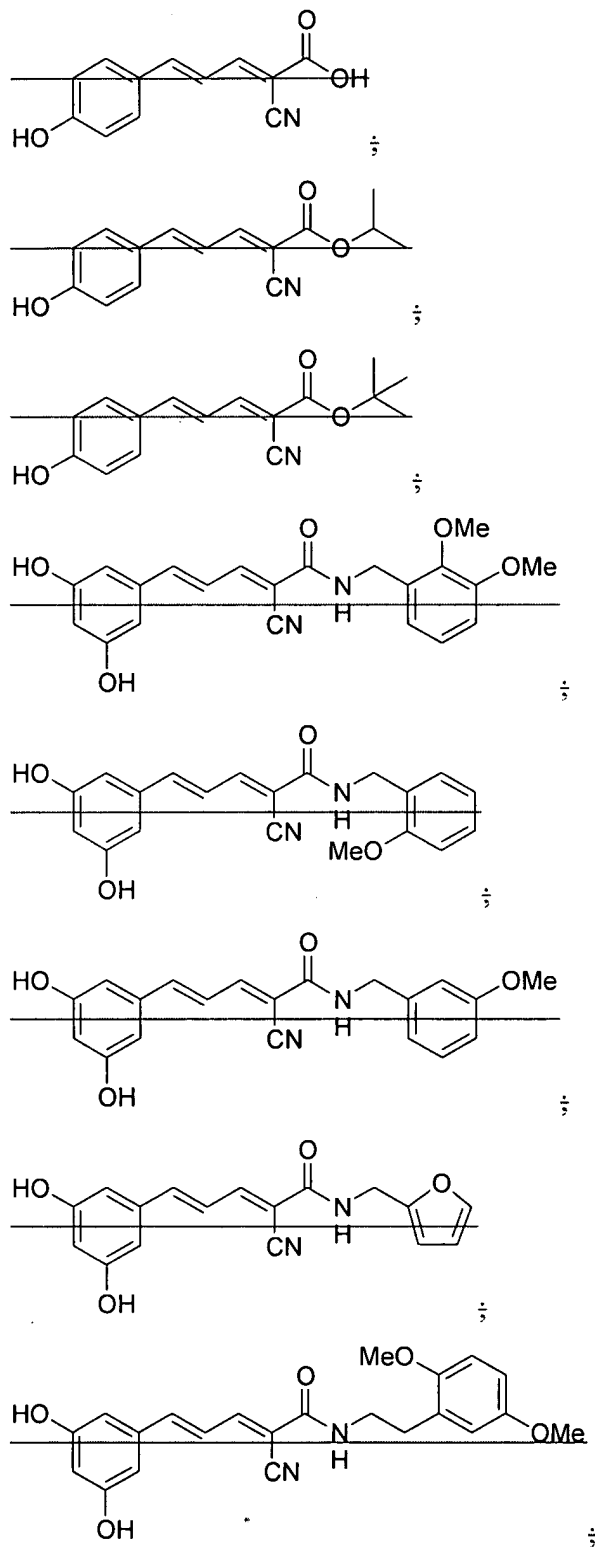


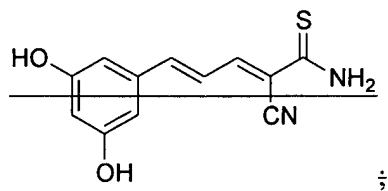
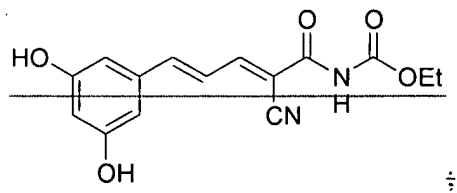
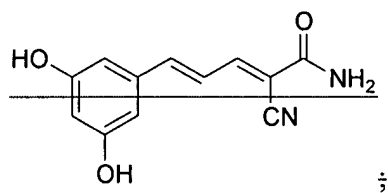
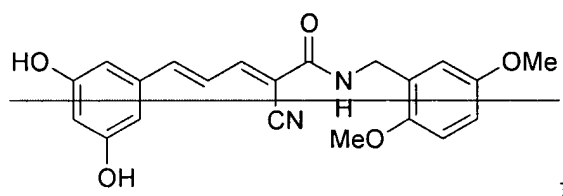
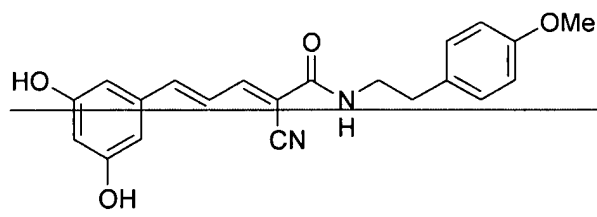
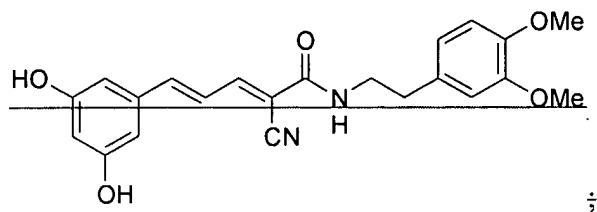
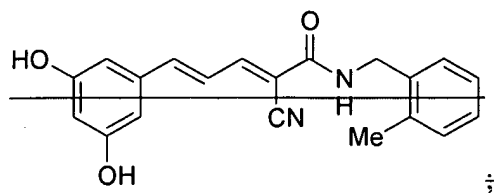


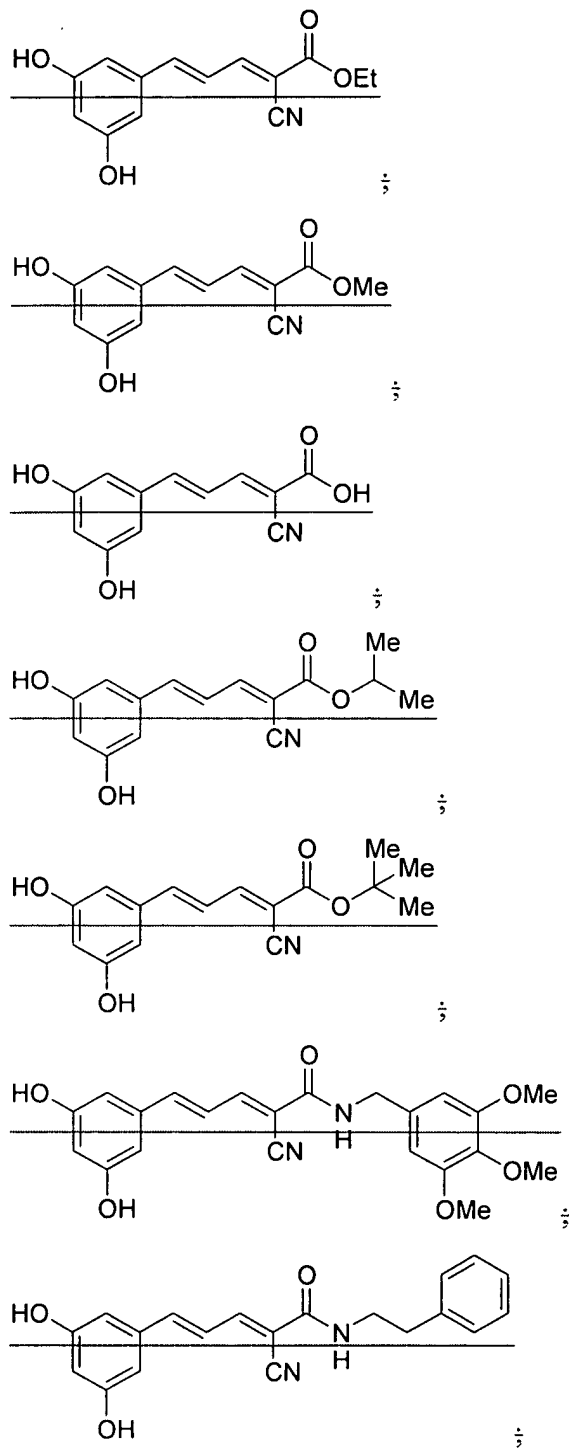


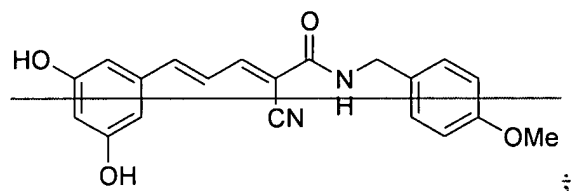
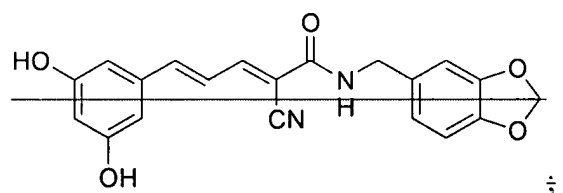
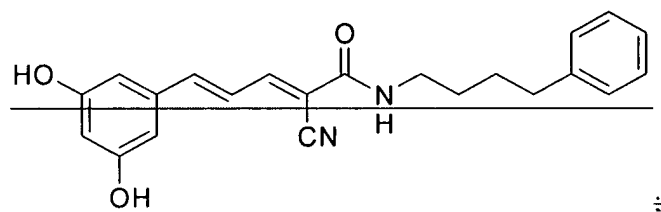
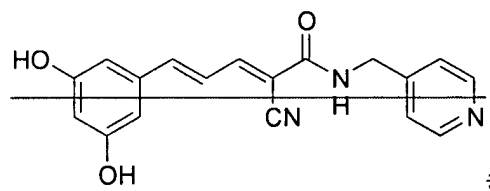
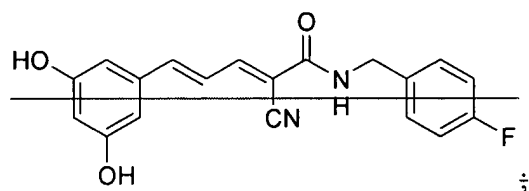
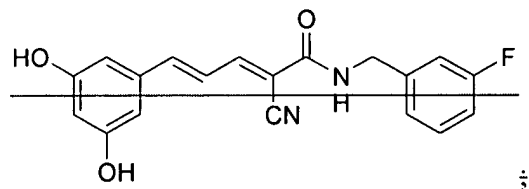
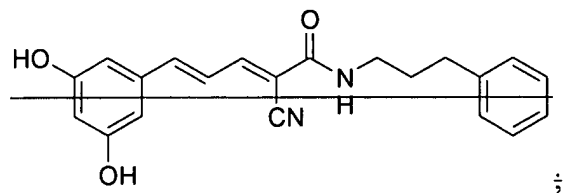


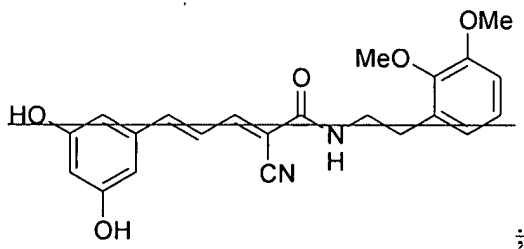
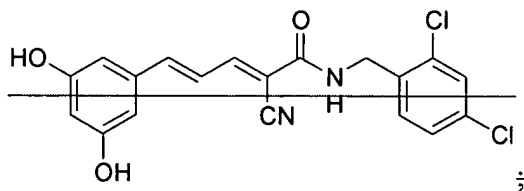
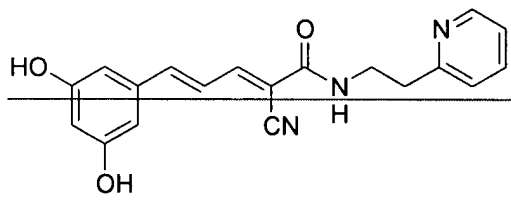
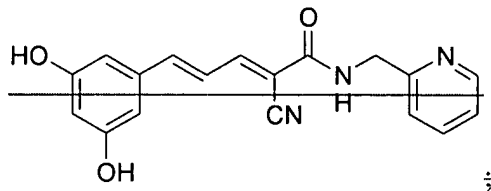
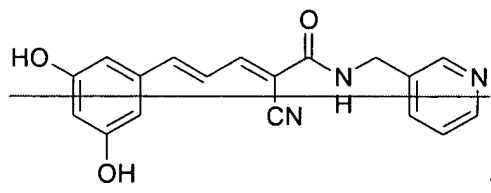
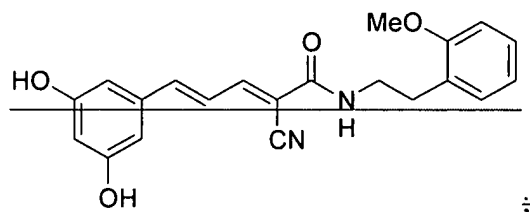
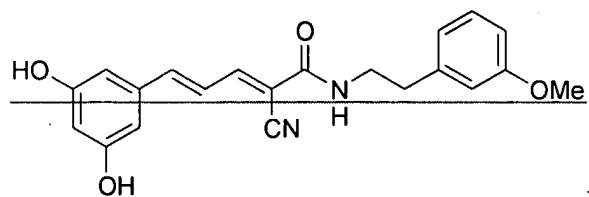


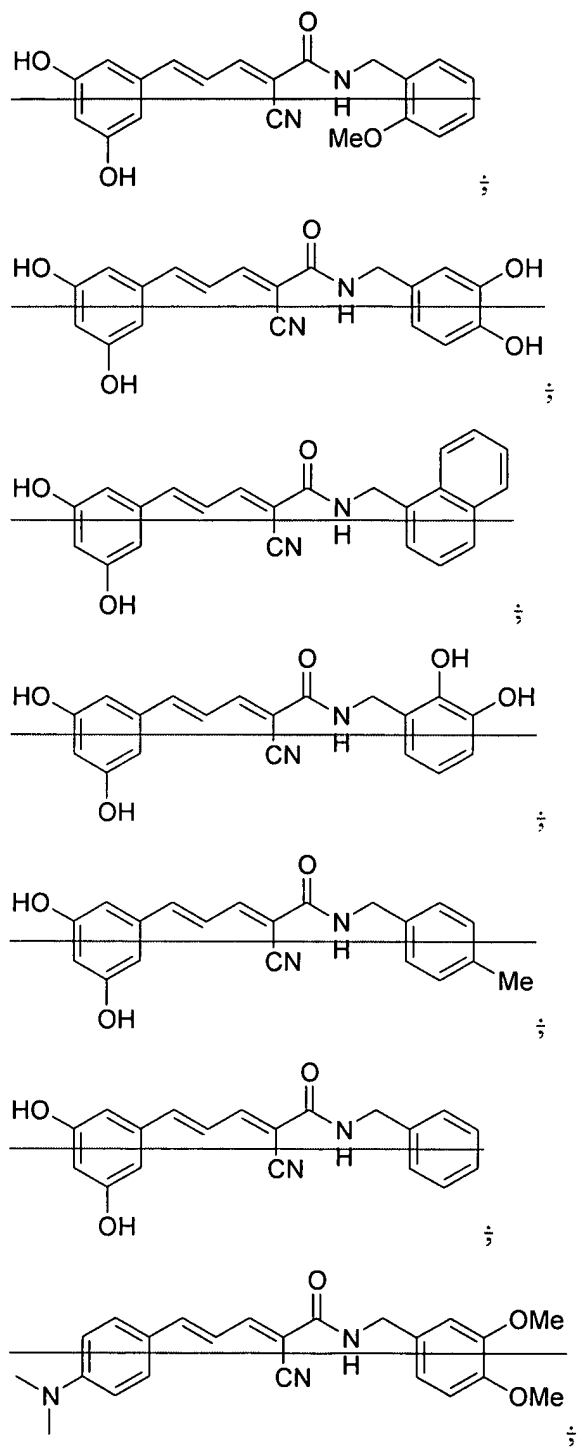


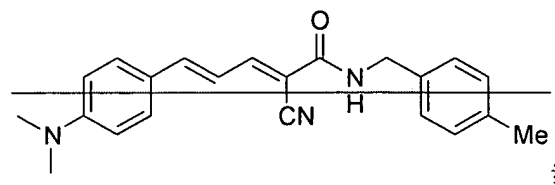
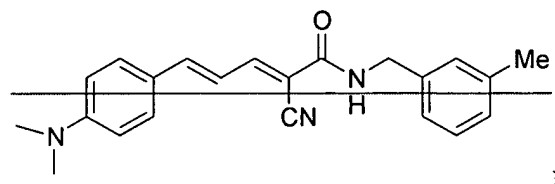
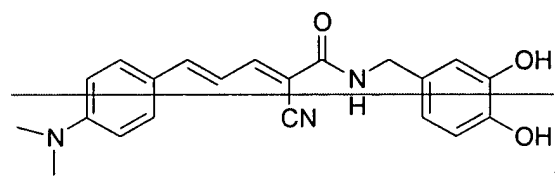
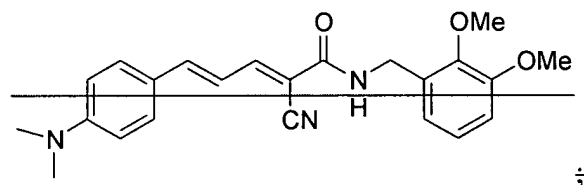
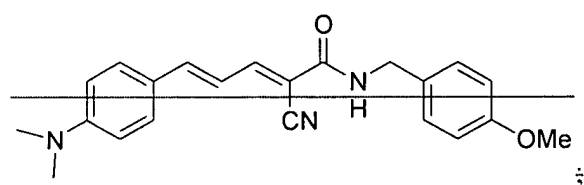
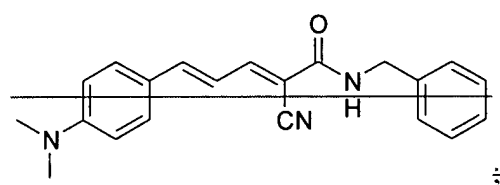
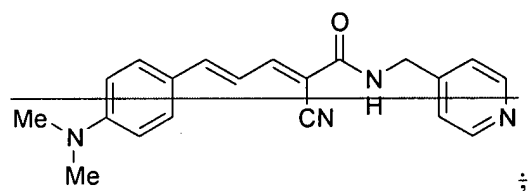
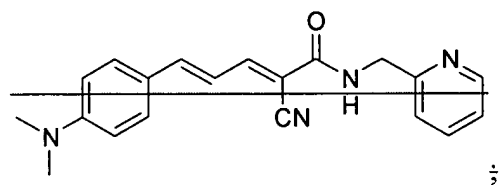


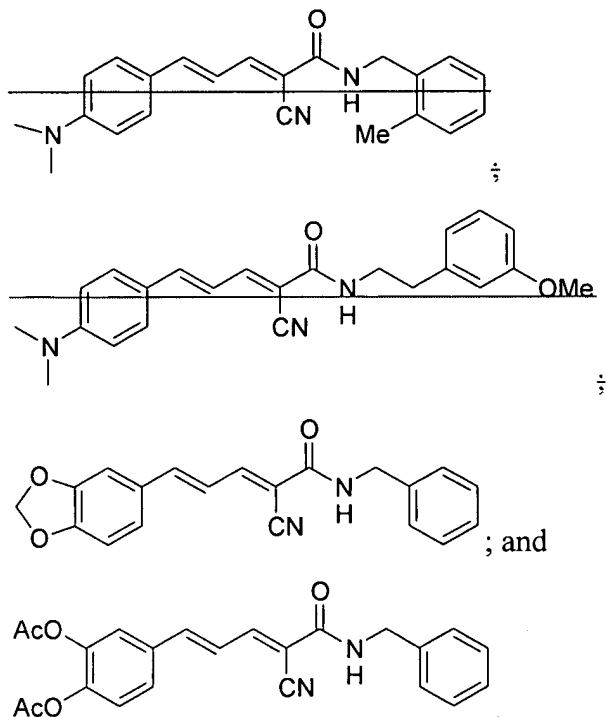












21. (Currently Amended) A composition comprising a compound according to ~~any one~~ of claims 1 to 20 in admixture with a pharmaceutically acceptable diluent or carrier.

22-29. (Cancelled).

30. (Withdrawn, Currently Amended) A method of modulating cell proliferation comprising administering an effective amount of a compound capable of modulating cell proliferation according to ~~any one of~~ claims 1 to 20 or a composition according to claim 21 to a cell or animal in need thereof.

31. (Withdrawn, Currently Amended) A method of inhibiting cell proliferation comprising administering an effective amount of a compound capable of inhibiting cell proliferation according to ~~any one of~~ claims 1 to 20 or a composition according to claim 21 to a cell or animal in need thereof.

32. (Withdrawn, Currently Amended) A method of inhibiting cancer cell proliferation comprising administering an effective amount of a compound capable of inhibiting cancer cell proliferation according to ~~any one of claims 1 to 20~~ or a composition according to claim 21 to a cell or animal in need thereof.

33. (Withdrawn, Currently Amended) A method of treating cancer comprising administering an effective amount of a compound capable of inhibiting cancer cell proliferation according to ~~any one of claims 1 to 20~~ or a composition according to claim 21 to a cell or animal in need thereof.

34. (Withdrawn) A method according to claim 32 or 33 wherein said cancer is a hematopoietic cell cancer.

35. (Withdrawn) A method according to claim 32 or 33 wherein said cancer is a leukemia, a lymphoma, a myeloma or a carcinoma.

36. (Withdrawn) A method according to claim 35 wherein said leukemia is acute lymphoblastic leukemia, aggressive Philadelphia+ leukemia, acute myelocytic leukemia, chronic myeloid leukemia, chronic lymphocytic leukemia or juvenile myelomonocyte leukemia,

37. (Withdrawn) A method according to claim 35 wherein said leukemia is acute lymphoblastic leukemia.